

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WISCONSIN**

TEAM SCHIERL COMPANIES and
HEARTLAND FARMS, INC., on behalf of
themselves and all others similarly situated,

Plaintiffs,

v.

ASPIRUS, INC. and ASPIRUS NETWORK,
INC.,

Defendants.

Civil Action No. 3:22-cv-00580-jdp

Honorable James D. Peterson, U.S.D.J.
Honorable Stephen L. Crocker, U.S.M.J.

**DECLARATION OF ZACHARY M. JOHNS IN SUPPORT OF DEFENDANTS’
OPPOSITION TO PLAINTIFFS’ MOTION TO COMPEL
RESPONSES TO PLAINTIFFS’ FIRST SET OF INTERROGATORIES**

I, Zachary M. Johns, declare as follows:

1. I am a member in good standing of the bars of the Commonwealth of Pennsylvania and the State of New Jersey.
2. I am a Partner with the law firm of Morgan, Lewis & Bockius LLP, counsel for Aspirus, Inc. (“Aspirus”) and Aspirus Network, Inc. (“ANI”) (together, “Defendants”) in the above-captioned action.
3. I submit this declaration in support of Defendants’ Opposition to Plaintiffs’ Motion to Compel Responses to Plaintiffs’ First Set of Interrogatories filed herewith. I have knowledge of the following facts and if called upon would and could competently testify thereto.
4. Discovery in this matter began on June 5, 2023, promptly upon expiration of the Court’s discovery stay. On the same day, Plaintiffs served a combined 128 requests for the production of documents (“RFPs”) on Aspirus and ANI.
5. Following multiple meet-and-confers among the parties, Defendants agreed to run

eighty-three search terms across seventeen document custodians' electronic data for a several year period. Ex. A (Oct. 30, 2023 Email from V. Papa). Defendants also agreed to search and produce data and documents from noncustodial data sources, such as Defendants' claims database. *Id.*

6. The parties' agreed-upon search protocol to satisfy Plaintiffs' RFPs was designed to identify and produce documents and data relating to, among other things: (a) Defendants' organizational structure and the identification of employees; (b) Defendants' revenue, operating costs, profits, and related financial data; (c) the types and volume of healthcare services performed, patient data, prices charged and how those prices are determined, cost of care, quality of care, and clinical and financial integration; (d) Defendants' contractual relationship with payors, including the marketing of Aspirus and ANI to payors; (e) Defendants' contractual relationships with healthcare providers; (f) Defendants' competition, including any market analysis, geographic areas of competition, competing networks, and competing providers; and (g) Plaintiffs. *Id.*

7. Notwithstanding Defendants' agreement to search for, review, and produce what is likely to be vast amounts of responsive and non-privileged information, Plaintiffs on the parties' October 24, 2023 meet-and-confer insisted that Defendants also provide narrative responses to Plaintiffs' First Set of Interrogatories ("Interrogatories"). During that meet-and-confer, Plaintiffs also rejected Defendants request to address their specific objections to the Interrogatories (such as overbreadth and burden) and instead declared impasse. Defendants did not believe the parties were at impasse and were instead willing to continue to negotiate a reasonable agreement. Defendants offered to speak with Plaintiffs again, should they wish to do so.

8. Defendants have made three rolling productions of documents on September 15, 2023, November 8, 2023, and November 17, 2023, and intend to continue to produce relevant, non-privileged documents on a regular basis.

9. Defendants' document productions have so far included information that Defendants interpret to be responsive to Plaintiffs' Interrogatories.

10. On November 20, 2023, Defendants served supplemental responses and objections to Plaintiffs' Interrogatories specifically identifying documents containing such information responsive to Plaintiffs' Interrogatories. Ex. B.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Dated: November 20, 2023

/s/ Zachary M. Johns
Zachary M. Johns

Attorney for Defendants
Aspirus, Inc. and Aspirus Network, Inc.